

RECORDATION NO.

21536-5 FILED

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

JAN 12 '04 3- PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

January 12, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Termination of Lease, dated as of January 9, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Master Lease, as amended and supplemented, previously filed with the Board under Recordation Number 21536.

The names and addresses of the parties to the enclosed document are:

Lessor: Banc One Leasing Corporation
111 Polaris Parkway
Columbus, OH 43240

Lessees: Huron and Eastern Railway Company, Inc.
Saginaw Valley Railway Company, Inc.
South Central Tennessee Railroad Corporation
Delaware Valley Railway Company, Inc.
Dakota Rail, Inc.
West Texas and Lubbock Railroad Company, Inc.
Cascade and Columbia River Railroad Company, Inc.
Otter Tail Valley Railroad Company, Inc.
(and as successor to Minnesota Northern
Railroad, Inc. and St. Croix Valley Railroad Company,
Inc.)
301 Yamato Road
Suite 1190

Mr. Vernon A. Williams
January 12, 2004
Page Two

A description of the railroad equipment covered by the enclosed document is:

14 locomotives bearing reporting marks and road numbers attached hereto.

A short summary of the document to appear in the index follows:

Termination of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anr
Enclosures

**SCHEDULE A To
TERMINATION OF LEASE**

<u>MODEL</u>	<u>LOCOMOTIVE NUMBER</u>
GP-38	NS 2793
GP-38	NS 2811
GP-38 -2	HESR 202
GP-38-2	HESR 204
GP-38-2	HESR 201
GP-38-2	HESR 203
GP-9	SCTR (HESR) 103
GP-10	MNR 1001
GP-10	MNR 1002

and Five (5) additional used locomotives having the following serial numbers:

1463
1483
1484
1471
2776

RECORDATION NO. 21536-9 FILED

TERMINATION OF LEASE JAN 12 '04 3-16 PM

THIS TERMINATION OF LEASE between BANC ONE LEASING CORPORATION, Lessor, and HURON AND EASTERN RAILWAY COMPANY, INC.; SAGINAW VALLEY RAILWAY COMPANY, INC.; SOUTHEAST RAIL, INC. (formerly known as South Central Tennessee Railroad Corporation); DELAWARE VALLEY RAILWAY COMPANY, INC.; DAKOTA RAIL, INC.; WEST TEXAS AND LUBBOCK RAILROAD COMPANY, INC.; CASCADE AND COLUMBIA RIVER RAILROAD COMPANY, INC.; OTTER TAIL VALLEY RAILROAD COMPANY, INC.; OTTER TAIL VALLEY RAILROAD COMPANY, INC., as successor Lessee to Minnesota Northern Railroad, Inc. and OTTER TAIL VALLEY RAILROAD COMPANY, INC., as successor Lessee to St. Croix Valley Railroad Company, Inc., Lessee

WITNESSETH:

WHEREAS, the undersigned have entered into that certain Master Lease dated as of July 27, 1998 (the "Lease") recorded at the Surface Transportation Board at 2:49 p.m. on July 29, 1998 (Recordation Numbers 21536, 21536-A, 21536-B, 21536-C and 21536-D) with respect to the fourteen (14) locomotives bearing the reporting marks and road numbers set forth on *Schedule A* attached hereto.

For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the undersigned hereby agree that the Lease is terminated as of the date hereof.

BANC ONE LEASING CORPORATION
By [Signature]
Its AVP

HURON AND EASTERN RAILWAY COMPANY, INC.

By _____
Its _____

SAGINAW VALLEY RAILWAY COMPANY, INC.

By _____
Its _____

SOUTHEAST RAIL, INC. (formerly known as South Central Tennessee Railroad Corporation)

By _____
Its _____

TERMINATION OF LEASE

THIS TERMINATION OF LEASE between BANC ONE LEASING CORPORATION, Lessor, and HURON AND EASTERN RAILWAY COMPANY, INC.; SAGINAW VALLEY RAILWAY COMPANY, INC.; SOUTHEAST RAIL, INC. (formerly known as South Central Tennessee Railroad Corporation); DELAWARE VALLEY RAILWAY COMPANY, INC.; DAKOTA RAIL, INC.; WEST TEXAS AND LUBBOCK RAILROAD COMPANY, INC.; CASCADE AND COLUMBIA RIVER RAILROAD COMPANY, INC.; OTTER TAIL VALLEY RAILROAD COMPANY, INC.; OTTER TAIL VALLEY RAILROAD COMPANY, INC., as successor Lessee to Minnesota Northern Railroad, Inc. and OTTER TAIL VALLEY RAILROAD COMPANY, INC., as successor Lessee to St. Croix Valley Railroad Company, Inc., Lessee

WITNESSETH:

WHEREAS, the undersigned have entered into that certain Master Lease dated as of July 27, 1998 (the "Lease") recorded at the Surface Transportation Board at 2:49 p.m. on July 29, 1998 (Recordation Numbers 21536, 21536-A, 21536-B, 21536-C and 21536-D) with respect to the fourteen (14) locomotives bearing the reporting marks and road numbers set forth on *Schedule A* attached hereto.

For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the undersigned hereby agree that the Lease is terminated as of the date hereof.

BANC ONE LEASING CORPORATION

By _____
Its _____

HURON AND EASTERN RAILWAY COMPANY, INC.

By Lang W Burt
Its VP

SAGINAW VALLEY RAILWAY COMPANY, INC.

By Lang W Burt
Its VP

SOUTHEAST RAIL, INC. (formerly known as South
Central Tennessee Railroad Corporation)

By Lang W Burt
Its VP

DELAWARE VALLEY RAILWAY COMPANY, INC

By Lang W Burt
Its VP

DAKOTA RAIL, INC.

By Lang W Burt
Its VP

WEST TEXAS AND LUBBOCK RAILROAD COMPANY,
INC.

By Lang W Burt
Its VP

CASCADE AND COLUMBIA RIVER RAILROAD
COMPANY, INC.

By Lang W Burt
Its VP

OTTER TAIL VALLEY RAILROAD COMPANY, INC.

By Lang W Burt
Its VP

OTTER TAIL VALLEY RAILROAD COMPANY, INC.,
as successor Lessee to Minnesota Northern
Railroad, Inc.

By Lang W Burt
Its VP

OTTER TAIL VALLEY RAILROAD COMPANY, INC.,
as successor Lessee to St. Croix Valley
Railroad Company, Inc.


By Yang W Bink
Its VP

SS

On this 9TH day of January, 2004, before me personally appeared BURT HORWATT, to me personally known who being duly sworn, did depose and say that such person is ASSIST VICE President of BANC ONE LEASING CORPORATION, and that the foregoing document was signed on behalf of said corporation by authority of its board or directors, and such person acknowledged that the execution of the foregoing instruments was the free act and deed of such corporation.



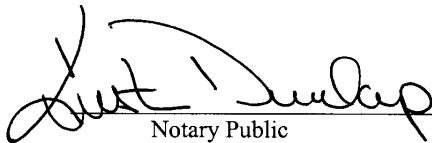
LAURA A. NOBLE
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES 10-15-06


Notary Public

STATE OF FLORIDA)
)SS
COUNTY OF PALM BEACH)

On this 8th day of January 2004, before me personally appeared Larry W. Bush, to me personally known who being duly sworn, did depose and say that such person is Vice President of HURON AND EASTERN RAILWAY COMPANY, INC., and that the foregoing document was signed on behalf of said corporation by authority of its board or directors, and such person acknowledged that the execution of the foregoing instruments was the free act and deed of such corporation.

[SEAL]


Notary Public

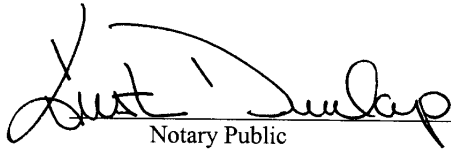


Kristin Dunlap
My Commission DD067667
Expires December 27, 2006

STATE OF FLORIDA)
)SS
COUNTY OF PALM BEACH)

On this 8th day of January 2004, before me personally appeared Larry W. Bush, to me personally known who being duly sworn, did depose and say that such person is Vice President of SAGINAW VALLEY RAILWAY COMPANY, INC., and that the foregoing document was signed on behalf of said corporation by authority of its board or directors, and such person acknowledged that the execution of the foregoing instruments was the free act and deed of such corporation.

[SEAL]


Notary Public

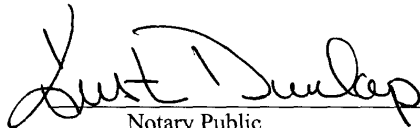


Kristin Dunlap
My Commission DD087657
Expires December 27, 2006

STATE OF FLORIDA)
)SS
COUNTY OF PALM BEACH)

On this 8th day of January 2004, before me personally appeared Larry W. Bush, to me personally known who being duly sworn, did depose and say that such person is Vice President of SOUTHEAST RAIL, INC. (FORMERLY KNOWN AS SOUTH CENTRAL TENNESSEE RAILROAD CORPORATION), and that the foregoing document was signed on behalf of said corporation by authority of its board or directors, and such person acknowledged that the execution of the foregoing instruments was the free act and deed of such corporation.

[SEAL]


Notary Public

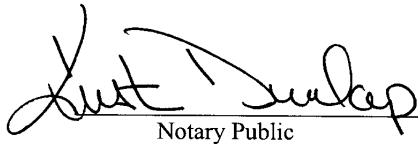


Kristin Dunlap
My Commission D0007967
Expires December 27, 2006

STATE OF FLORIDA)
)SS
COUNTY OF PALM BEACH)

On this 8th day of January 2004, before me personally appeared Larry W. Bush, to me personally known who being duly sworn, did depose and say that such person is Vice President of DELAWARE VALLEY RAILWAY COMPANY, INC., and that the foregoing document was signed on behalf of said corporation by authority of its board or directors, and such person acknowledged that the execution of the foregoing instruments was the free act and deed of such corporation.

[SEAL]


Notary Public

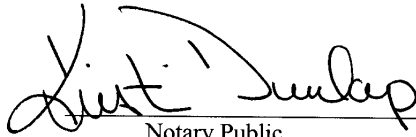


Kristin Dunlap
My Commission DD067667
Expires December 27, 2006

STATE OF FLORIDA)
)SS
COUNTY OF PALM BEACH)

On this 8th day of January 2004, before me personally appeared Larry W. Bush, to me personally known who being duly sworn, did depose and say that such person is Vice President of DAKOTA RAIL, INC., and that the foregoing document was signed on behalf of said corporation by authority of its board or directors, and such person acknowledged that the execution of the foregoing instruments was the free act and deed of such corporation.

[SEAL]



Notary Public

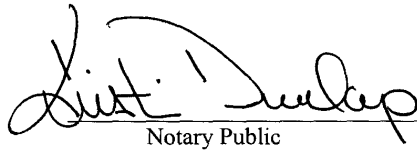


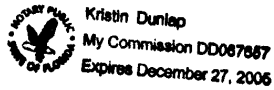
Kristin Dunlap
My Commission DD067657
Expires December 27, 2006

STATE OF FLORIDA)
)SS
COUNTY OF PALM BEACH)

On this 8th day of January 2004, before me personally appeared Larry W. Bush, to me personally known who being duly sworn, did depose and say that such person is Vice President of WEST TEXAS AND LUBBOCK RAILROAD COMPANY, INC., and that the foregoing document was signed on behalf of said corporation by authority of its board or directors, and such person acknowledged that the execution of the foregoing instruments was the free act and deed of such corporation.

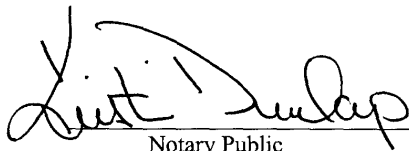
[SEAL]


Notary Public



STATE OF FLORIDA)
)SS
COUNTY OF PALM BEACH)

On this 8th day of January 2004, before me personally appeared Larry W. Bush, to me personally known who being duly sworn, did depose and say that such person is Vice President of CASCADE AND COLUMBIA RIVER RAILROAD COMPANY, INC., and that the foregoing document was signed on behalf of said corporation by authority of its board or directors, and such person acknowledged that the execution of the foregoing instruments was the free act and deed of such corporation.



Notary Public

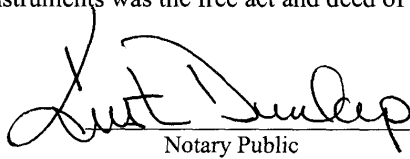
[SEAL]

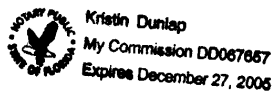


STATE OF FLORIDA)
)SS
COUNTY OF PALM BEACH)

On this 8th day of January 2004, before me personally appeared Larry W. Bush, to me personally known who being duly sworn, did depose and say that such person is Vice President of OTTER TAIL VALLEY RAILROAD COMPANY, INC., and that the foregoing document was signed on behalf of said corporation by authority of its board or directors, and such person acknowledged that the execution of the foregoing instruments was the free act and deed of such corporation.

[SEAL]

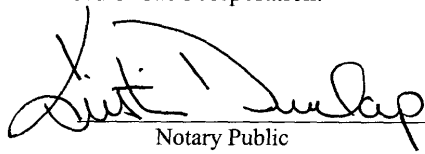

Notary Public

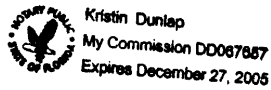


STATE OF FLORIDA)
)SS
COUNTY OF PALM BEACH)

On this 8th day of January, 2004, before me personally appeared Larry W. Bush, to me personally known who being duly sworn, did depose and say that such person is Vice President of OTTER TAIL VALLEY RAILROAD COMPANY, INC., as successor Lessee to Minnesota Northern Railroad, Inc., and that the foregoing document was signed on behalf of said corporation by authority of its board or directors, and such person acknowledged that the execution of the foregoing instruments was the free act and deed of such corporation.

[SEAL]

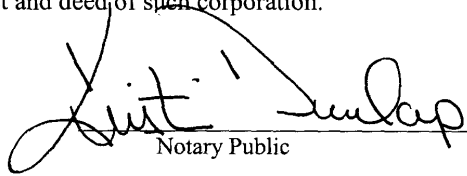

Notary Public



STATE OF FLORIDA)
)SS
COUNTY OF PALM BEACH)

On this 8th day of January 2004, before me personally appeared Larry W. Bush, to me personally known who being duly sworn, did depose and say that such person is Vice President of OTTER TAIL VALLEY RAILROAD COMPANY, INC., as successor Lessee to St. Croix Valley Railway Company, Inc., and that the foregoing document was signed on behalf of said corporation by authority of its board or directors, and such person acknowledged that the execution of the foregoing instruments was the free act and deed of such corporation.

[SEAL]


Notary Public



Kristin Dunlap
My Commission DD067667
Expires December 27, 2006

**SCHEDULE A To
TERMINATION OF LEASE**

<u>MODEL</u>	<u>LOCOMOTIVE NUMBER</u>
GP-38	NS 2793
GP-38	NS 2811
GP-38 -2	HESR 202
GP-38-2	HESR 204
GP-38-2	HESR 201
GP-38-2	HESR 203
GP-9	SCTR (HESR) 103
GP-10	MNR 1001
GP-10	MNR 1002

and Five (5) additional used locomotives having the following serial numbers:

1463
1483
1484
1471
2776